

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, THE
EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO, AND THE PUERTO RICO PUBLIC
BUILDINGS AUTHORITY,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**INFORMATIVE MOTION REGARDING REVISED
PROPOSED DISCLOSURE STATEMENT SCHEDULING ORDER**

To the Honorable United States District Judge Laura Taylor Swain:

The Commonwealth of Puerto Rico, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority (collectively, the “Debtors”), by and through the Financial Oversight and Management Board for Puerto Rico, as the Debtors’ sole Title III representative pursuant to section 315(b) of the *Puerto*

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Rico Oversight, Management, and Economic Stability Act (“PROMESA”),² respectfully state as follows:

1. At the April 28, 2021 omnibus hearing (the “Hearing”), the Court heard argument with respect to the Disclosure Statement Scheduling Motion,³ and directed the Debtors to file a revised proposed order granting the Disclosure Statement Scheduling Motion and reflecting changes discussed on the record at the Hearing.

2. The Debtors have implemented these changes in the revised proposed order (the “Revised Proposed Order”) and the revised form of Notice of Disclosure Statement Hearing (the “Revised Notice”), both attached hereto as **Exhibit A**. Attached hereto as **Exhibit B** is (i) a redline comparison between the Revised Proposed Order and the proposed order filed with the Reply⁴ and (ii) a redline comparison between the Revised Notice and the Notice of Disclosure Statement Hearing filed with the Reply.

3. The following changes are reflected in the Revised Proposed Order:

a. Scheduling: The Disclosure Statement Hearing will be on a date to be determined in July that accommodates the Court’s schedule. The Revised Proposed Order

² PROMESA has been codified in 48 U.S.C. §§ 2101–2241.

³ The “Disclosure Statement Scheduling Motion” means *Debtors’ Joint Motion for an Order (I) Scheduling a Hearing to Consider the Adequacy of Information Contained in the Disclosure Statement, (II) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, (III) Approving Form of Notice Thereof, (IV) Establishing Document Depository Procedures in Connection Therewith, and (V) Granting Related Relief* [ECF No. 16332], filed on April 6, 2021. The Scheduling Motion requested, among other things, establishing a date for a hearing on the Debtors’ disclosure statement and approving proposed Disclosure Statement Depository Procedures (as defined in the Disclosure Statement Scheduling Motion).

⁴ The “Reply” means *Omnibus Reply of the Financial Oversight and Management Board for Puerto Rico in Support of Debtors’ Joint Motion for an Order (I) Scheduling Hearing to Consider the Adequacy of Information Contained in the Disclosure Statement, (II) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, (III) Approving Form of Notice Thereof, (IV) Establishing Document Depository Procedures in Connection Therewith, and (V) Granting Related Relief* [ECF No. 16507].

All capitalized terms not defined herein have the meanings ascribed to them in the Disclosure Statement Scheduling Motion or the Reply, as applicable.

further sets the following deadlines: (i) twenty-eight (28) days from the date of service of the Revised Notice to file objections to the adequacy of the Disclosure Statement, (ii) fourteen (14) days thereafter for the Debtors to file replies in support of the Disclosure Statement, and (iii) fourteen (14) days between the deadline for such replies and the Disclosure Statement Hearing. The Revised Proposed Order further states that only objectors who have filed a timely objection will be permitted to make oral remarks in opposition at the Disclosure Statement Hearing.

b. Disclosure Statement Depository: The Revised Proposed Order provides the Debtors will make the Disclosure Statement Depository available the later of (i) 9:00 a.m. Atlantic Standard Time on the first business day following the Court's entry of the Revised Order and (ii) 9:00 a.m. Atlantic Standard Time on May 7, 2021.

c. Service: Service of objections to the Disclosure Statement will be required to be in accordance with the *Fourteenth Amended Notice, Case Management and Administrative Procedures*, Case No. 17-03283-LTS [ECF No. 15894-1]. The Revised Notice reflecting this change is attached to the Revised Order as a new Exhibit 4.

d. No Liability: Paragraph 7 of the initial order (now paragraph 9 of the Revised Proposed Order) has been modified to clarify that Debtors have no liability in furnishing Confidential Information, including by striking extraneous clauses.

e. Technical Modification: The Disclosure Statement Depository Procedures, as set forth in the Revised Proposed Order, clarify that the Debtors will permit a creditor to access *non-confidential* documents (which may include documents that are not necessarily "public") without requiring the creditor to execute a Protective Order Subscription.

f. Index: Paragraph 6 of the Disclosure Statement Depository Procedures, as set forth in the Revised Proposed Order, states the Debtors will provide a single index (rather than multiple indices) available in the Disclosure Statement Depository for Eligible Creditors (as defined in the Disclosure Statement Depository Procedures). The provision also reiterates that Debtors shall have no liability with respect to any Eligible Creditor's use of Confidential Information materials provided in the Disclosure Statement Depository.

WHEREFORE the Debtors respectfully request the Court's entry of the Revised Proposed Order.

Dated: April 30, 2021
San Juan, Puerto Rico

Respectfully submitted,

/s/ Brian S. Rosen

Martin J. Bienenstock (*pro hac vice*)

Brian S. Rosen (*pro hac vice*)

PROSKAUER ROSE LLP

Eleven Times Square

New York, NY 10036

Tel: (212) 969-3000

Fax: (212) 969-2900

*Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*

/s/ Hermann D. Bauer

Hermann D. Bauer

USDC No. 215205

O'NEILL & BORGES LLC

250 Muñoz Rivera Ave., Suite 800

San Juan, PR 00918-1813

Tel: (787) 764-8181

Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*